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# The Compliance Connection

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#### **Our Services Include:**

- Corporate Secretary Services
- SEDAR Filings
- EDGAR Filings
- SEDI Filings
- Compliance Consulting
- Shareholder Meetings
- Stock Exchange Applications
- Whistleblowing

# **CanaGlobe Compliance Solutions Inc.**

CanaGlobe Compliance Solutions Inc. is a consulting firm focused on all aspects of corporate compliance with an emphasis on electronic regulatory filings in both Canada and the United States. Brenda Davis and Suzanne Ferguson have a strong understanding of the need for good corporate governance and coupled with years of experience in the field are poised to meet the unique needs of each client.

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## CSA Corporate Governance Disclosure Compliance Review

The Canadian Securities Administrators (CSA) has issued CSA Staff Notice 58-306 2010 Corporate Governance Disclosure Compliance Review. This notice summarizes the results of the review of 72 reporting issuers and provides guidance to assist issuers in meeting the areas of concern identified during the review. The results of the review identified significant and frequent disclosure deficiencies in each of the following areas:

- board of directors
- orientation and continuing education
- nomination of directors, and

You can find the complete notice <u>HERE</u>.

- position descriptions
- ethical business conduct
- assessments.

# OSC Top 10 Tips for Public Companies Filing Their First IFRS Interim Financial Report

The Ontario Securities Commission (OSC) has posted to their website a guide which highlights some of the key rule changes and International Financial Reporting Standards (IFRS) requirements. These tips and best practices may assist issuers and advisors in the filing of their first IFRS interim financial report.

You can find the complete guide <u>HERE</u>.

# ASC Corporate Finance Disclosure Report

The purpose of this report is to provide market participants with the ASC's comments on the quality of continuous disclosure of Alberta reporting issuers for the 2010 year with the objective of improving the quality of future continuous disclosure. The Report also highlights amendments to securities legislation arising from the upcoming changeover to IFRS.

You can view the complete report <u>HERE</u>.

TSX Listing Fees Increase - The Toronto Stock Exchange (TSX) has made amendments to some of its Listing Fees. The new fees will apply to applications, transactions and notices filed on or after January 1, 2011. You can find the revised Listing Fee Schedule <u>HERE</u>.



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# Filing Deadlines/Downloadable Calendars

We have created downloadable and installable calendars to help simplify the complicated world of filing due dates for both Venture and Non-venture reporting companies. This new feature contains calendars that are organized by year end and stock exchange and contain the filing deadlines specific to that year end. By simply selecting the appropriate link from the list you will be able to download your financial filing deadlines for the remainder of 2010 and 2011 either into your current calendar or create a separate calendar within your email program.

You can find the calendars and the download instructions **HERE** 

For information on the fees payable with the filing of the audited financial statements please see <u>our website</u>.

Don't forget to visit our Blog at: <a href="http://thecomplianceconnection.wordpress.com">http://thecomplianceconnection.wordpress.com</a>

## **ASC Annual Oil and Gas Webinar**

The Alberta Securities Commission (ASC) has posted to their website a copy of the December 1, 2010 Annual Oil and Gas Review webinar which may be helpful in the preparation of 51-101 continuous disclosure documents. The presentation highlights the following key topics:

- new amendments to NI 51-101;
- the results of ASC reviews of oil and gas disclosure;
- changes to SEDAR categories; and
- issues related to the disclosure of unconventional resources.

You can view the presentation materials and/or the archived webinar <u>HERE</u>.

## TSX Staff Notice - Form 4 PIF

The Toronto Stock Exchange ("TSX") has issued a notice regarding new procedures for the filing and processing of the Form 4-Personal Information Form ("PIF") and the statutory declaration ("Declaration") form. Beginning January 1, 2011, the TSX must collect two notarized pieces of identification for either the PIF or Declaration when requesting a criminal record check form the Ontario Provincial Police.

You can find the complete notice including a list of acceptable identification <u>HERE</u>.

# CSA Notice Proposed Amendments to Form 51-102F6

The Canadian Securities Administrators (CSA) has published for comment proposed amendments to Form 51-102F6 Statement of Executive Compensation. The proposals are meant to assist issuers to clarify the existing requirements as well as to introduce some additional requirements which will enhance the quality of information released in the areas of Key Risks, Governance and Compensation Matters including the following:

- Serious prejudice exemption in relation to the disclosure of performance goals or similar conditions
- Risk management in relation to the company's compensation policies and practices
- Disclosure Regarding Executive Officer and Director Hedging
- Disclosure of fees paid to compensation advisors
- Reconciliation to "accounting fair value"

The comment period is open until February 17, 2011 and the Notice and Request for Comment can be accessed HERE.

**Reminder** - The CEO/CFO certifications will be amended for annual and interim filings related to financial years beginning on or after January 1, 2011. You can find all of the certificate templates <u>HERE</u>.